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RECORDATION NO. **19176** FILED 1425

JAN 13 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION

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SOL MOSHER
Senior Advisor
on Federal Affairs
and International Trade

* Admitted only in jurisdictions
other than the District of Columbia

January 13, 1995

19176-A, B, C, D, E, F

VIA HAND DELIVERY

RECORDATION NO. _____ FILED 1425

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

JAN 13 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) and 49 C.F.R. Part 1177 are two (2) executed copies each of a Non-Recourse Lease Assignment, dated as of December 29, 1994, evidencing the assignment of a previously unrecorded locomotive operating lease, and six Bills of Sale, dated December 29, December 30, and December 31, 1994 and January 1, January 2, and January 3, 1995, respectively, evidencing the sale and delivery of locomotives listed therein pursuant to a Purchase Agreement dated December 29, 1994.

The names and addresses of the parties executing the same are:

1. Non-Recourse Lease Assignment

Assignee: ATEL Leasing Corporation
235 Pine Street
San Francisco, California 94104

Assignor: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

A PARTNER IN PRESTON GATES & ELLIS

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Alamy J. Schaeffer

The Hon. Vernon A. Williams
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2. Bills of Sale

Seller: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

Buyer: ATEL Leasing Corporation
235 Pine Street
San Francisco, California 94104

A description of the locomotives covered by the enclosed documents is attached hereto as Schedule A.

Also enclosed is a check in the amount of \$147 payable to the order of the Interstate Commerce Commission covering the required recordation files.

Kindly return one stamped copy of the enclosed documents to Alan J. Schaeffer, Esquire, Preston Gates Ellis & Rouvelas Meeds, 1735 New York Avenue, N.W., Suite 500, Washington, D.C. 20006-4759.

Very Truly Yours,



Alan J. Schaeffer

Enclosures

SCHEDULE A

38 2,000 H.P. EMD GP38-2 Locomotives

CURRENT ROAD NUMBERS

PRIOR ROAD NUMBERS

EMD 741	CNR 7941
EMD 743	CNR 7943
EMD 745	CNR 7945
EMD 747	CNR 7947
EMD 748	CNR 7948
EMD 752	CNR 7952
EMD 753	CNR 7953
EMD 756	CNR 7956
EMD 758	CNR 7958
EMD 759	CNR 7959
EMD 760	CNR 7960
EMD 761	CNR 7961
EMD 762	CNR 7962
EMD 767	CNR 7967
EMD 770	CNR 7970
EMD 771	CNR 7971
EMD 776	CNR 7976
EMD 778	CNR 7978
EMD 779	CNR 7979
EMD 780	CNR 7980
EMD 781	CNR 7981
EMD 783	CNR 7983
EMD 785	CNR 7985
EMD 787	CNR 7987
EMD 789	CNR 7989
EMD 791	CNR 7991
EMD 792	CNR 7992
EMD 797	CNR 7997
EMD 798	CNR 7998
EMD 799	CNR 7999
EMD 802	CNR 8002
EMD 804	CNR 8004
EMD 807	CNR 8007
EMD 808	CNR 8008
EMD 824	CNR 8024
EMD 826	CNR 8026
EMD 827	CNR 8027
EMD 838	CNR 8038



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

JANUARY 13, 1995

ALAN J. SCHAEFFER
PRESTON GATES ELLIS & ROUVELAS MEEDS
1735 NEW YORK AVE NW SUITE 500
WASHINGTON DC 20006-4759

Dear MR. SCHAEFFER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/13/95 at 11:55AM, and assigned recordation number(s). 19176, 19176-A,B,C,D,E,F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 19176 FILED 1425

JAN 13 1995 -11 55 AM

NON RECOURSE LEASE ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

This Assignment is made pursuant to that certain Purchase Agreement, dated as of December 29, 1994 (the "Agreement"), between Electro-Motive Division, General Motors Corporation ("Assignor") and ATEL Leasing Corporation ("Purchaser"), and is made under and subject to all of the terms, covenants and conditions thereof. Assignor hereby assigns to Purchaser without recourse all of its right, title and interest in and to the Locomotive Operating Lease Agreement (the "Lease") dated October 31, 1994 between Assignor as lessor and Burlington Northern Railroad Company as lessee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered as of the 29th day of December, 1994.

ELECTRO-MOTIVE DIVISION,
GENERAL MOTORS CORPORATION

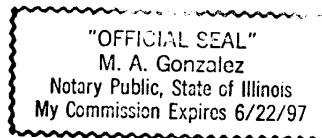
By: 
Title: ASSISTANT SECRETARY

State of Illinois)
County of Cook) ss.

On this 10th day of January, 1995, before
me personally appeared Keith A. McCanless, to me personally
known, who, being by me duly sworn, did say that he is a
Assistant Secretary of Electro-Motive Division, General
Motors Corporation, that the instrument was signed on behalf
of such corporation by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing
instrument was the free act and deed of such corporation.

M. A. Gonzalez
Notary Public

My commission expires:



State of _____)
County of _____) ss.

On this _____ day of _____, 19____, before
me personally appeared _____, to me personally
known, who, being by me duly sworn, did say that he is a
_____ of _____, that
the instrument was signed on behalf of such corporation by
authority of its Board of Directors, and he acknowledged
that the execution of the foregoing instrument was the free
act and deed of such corporation.

Notary Public

My commission expires:
